

1 BRETT A. AXELROD, ESQ.  
 2 Nevada Bar No. 5859  
 3 MICHAELA RUSTIA MOORE, ESQ.  
 4 Nevada Bar No. 9676  
**5 FOX ROTHSCHILD LLP**  
 6 3800 Howard Hughes Parkway, Suite 500  
 7 Las Vegas, Nevada 89169  
 8 Telephone: (702) 262-6899  
 Facsimile: (702) 597-5503  
 Email: [baxelrod@foxrothschild.com](mailto:baxelrod@foxrothschild.com)  
[mmoore@foxrothschild.com](mailto:mmoore@foxrothschild.com)  
*9 Counsel for Martifer Aurora Solar, LLC*  
*10 and Martifer Solar USA, Inc.*

11 Electronically Filed March 12, 2014

12 **UNITED STATES BANKRUPTCY COURT**

13 **DISTRICT OF NEVADA**

14 In re

15 MARTIFER AURORA SOLAR, LLC, a  
 16 Nevada limited liability company,

17

18  Affects Martifer Aurora Solar, LLC  
 19  Affects Martifer Solar USA, Inc.  
 Affects all Debtors

20 Case Nos. BK-S-14-10355-abl and  
 21 BK-S-14-10357-abl

22 Jointly Administered under  
 23 Case No. BK-S-14-10355-abl

24 Chapter 11

25 **STIPULATION BETWEEN THE  
 26 DEBTORS, MARTIFER SOLAR INC.,  
 27 CATHAY BANK, THE OFFICIAL  
 COMMITTEE OF UNSECURED  
 CREDITORS AND THE OFFICE OF THE  
 UNITED STATES TRUSTEE**

28 Hearing Date: March 20, 2014  
 Hearing Time: 1:30 p.m.

29 Martifer Aurora Solar, LLC and Martifer Solar USA, Inc., the above-captioned debtors  
 30 (collectively, the “**Debtors**”), Martifer Solar Inc. (the “**Parent**”), Cathay Bank (“**Cathay**”), the Official  
 31 Committee of Unsecured Creditors (the “**Committee**”) and the Office of the United States Trustee  
 32 (“**UST**”) by and through respective counsel of record, hereby stipulate and agree as follows:

33 WHEREAS, on January 21, 2014 (the “**Petition Date**”), the Debtors commenced these  
 34 bankruptcy cases by each filing a voluntary petition under Chapter 11 of the United States Bankruptcy

1 Code;

2           WHEREAS, on January 24, 2014, the Debtors filed their *Motion for Interim and Final Orders*  
 3 *Pursuant to 11 U.S.C. §§ 361, 362 and 363 and Fed. R. Bankr. P. 4001(b) and 4001(d): (I) Authorizing*  
 4 *Debtors to Use Cash Collateral and Provide Adequate Protection; (II) Granting Related Relief; and*  
 5 *(III) Scheduling Final Hearing* [Docket No. 24] (the “**Cash Collateral Motion**”);

6           WHEREAS, on February 4, 2014, the Debtors filed their *Amended Motion for Authority to*  
 7 *Obtain Credit Under Section 364(b), Rule 4001(c) or (d) Motion for Order Pursuant to 11 U.S.C. § 364*  
 8 *and Fed. R. Bankr. P. 4001(c): (I) Authorizing Debtors to Obtain Postpetition Financing; (II) Granting*  
 9 *Related Relief; and (III) Scheduling Final Hearing* [Docket No. 85] (the “**Second DIP Financing**  
 10 **Motion**”);

11           WHEREAS, on February 5, 2014, the Court entered an interim order on the Cash Collateral  
 12 Motion [Docket No. 107] (the “**Interim Cash Collateral Order**”), setting a final hearing for March 10,  
 13 2014, at 9:30 a.m.;

14           WHEREAS, on February 14, 2014, the United States Trustee appointed the Committee [Docket  
 15 No. 177], and on February 28, 2014, the Committee retained counsel;

16           WHEREAS, on February 18, 2014, the Court entered an amended interim order on the Cash  
 17 Collateral Motion [Docket No. 187] (the “**Amended Interim Cash Collateral Order**”), setting a final  
 18 hearing for March 10, 2014, at 9:30 a.m.;

19           WHEREAS, on February 25, 2014, the Court entered an interim order on the Second DIP  
 20 Financing Motion [Docket No. 231] (the “**Interim DIP Order**”), setting a final hearing for March 10,  
 21 2014;

22           WHEREAS, on March 5, 2014, Cathay filed *Secured Creditor Cathay Bank's Motion For An*  
 23 *Order Directing The Appointment Of A Chapter 11 Trustee In These Bankruptcy Cases Pursuant To 11*  
 24 *U.S.C. Section 1104(a) Or, Alternatively, Converting Or Dismissing These Bankruptcy Cases To Cases*  
 25 *Under Chapter 7 Of The Bankruptcy Code Pursuant To 11 U.S.C. Section 1112(b)* [filed under seal]  
 26 and requested a hearing on shortened time;

27           WHEREAS, on March 7, 2014, Debtors, the Parent, Cathay and the Committee filed a  
 28 *Stipulation Continuing Pending Settlement Discussions* [Docket No. 323];

1           WHEREAS, on March 7, 2014, the Court entered its *Order Approving the Stipulation*  
 2 *Continuing Hearings Pending Settlement Discussions* [Docket No. 327] (“**Continuance Order**”)  
 3 which, among other things, continued the final hearings on the Cash Collateral Motion and Second  
 4 Amended DIP Financing Motions to March 20, 2014 at 1:30 p.m. and extended the terms of the  
 5 Amended Interim Cash Collateral Order and the Interim DIP Order through such date;

6           WHEREAS, on March 11, 2014, the Court entered an *Order Shortening Time To Hear Secured*  
 7 *Creditor Cathay Bank's Motion For An Order Directing The Appointment Of A Chapter 11 Trustee In*  
 8 *These Bankruptcy Cases Pursuant To 11 U.S.C. Section 1104(a) Or, Alternatively, Converting Or*  
 9 *Dismissing These Bankruptcy Cases To Cases Under Chapter 7 Of The Bankruptcy Code Pursuant To*  
 10 *11 U.S.C. Section 1112(b)* [Docket No. 364] (the “**Trustee Motion**”) setting the hearing for March 20,  
 11 2014 at 1:30 p.m.;

12           WHEREAS, the Debtors, Parent and Cathay are currently negotiating the terms of a global  
 13 settlement (the “**Cathay Settlement**”) resolving Cathay’s claims against the Debtors and Parent;

14           WHEREAS, all parties acknowledge the administrative burden of proceeding to trial on the  
 15 Cash Collateral, Second Amended DIP Financing Motion and the Trustee Motion and in an effort to  
 16 save estate resources while negotiating the Cathay Settlement, the parties enter into this Stipulation;

17           WHEREAS, in order to allow the parties sufficient time to finalize the Cathay Settlement, which  
 18 in turn, will resolve Cathay’s objections to the Cash Collateral and Second DIP Financing Motions, and  
 19 withdrawal of the Trustee Motion, the parties desire to continue the final hearings on the Cash  
 20 Collateral and Second DIP Financing Motion and the hearing on the Trustee Motion to April 3, 2014, at  
 21 9:30 a.m., or such other time as this Court may permit;

22           WHEREAS, the parties also desire to extend the term of the Amended Interim Cash Collateral  
 23 Order and the Interim DIP Order through the date of the continued final hearings as set forth herein; and

24           NOW THEREFORE, the Debtors, Parent, Cathay, the Committee and the UST hereby stipulate  
 25 and agree to the following:

26           IT IS HEREBY STIPULATED AND AGREED that the final hearing on the Cash Collateral  
 27 Motion shall be continued from March 20, 2014, at 1:30 p.m. to April 3, 2014, at 9:30 a.m., or such  
 28 other date and time as this Court may permit; and

1 IT IS FURTHER STIPULATED AND AGREED that the final hearing on the Second DIP  
 2 Financing Motion shall be continued from March 20, 2014, at 1:30 p.m. to April 3, 2014, at 9:30 a.m.,  
 3 or such other date and time as this Court may permit; and

4 IT IS FURTHER STIPULATED AND AGREED that the term of the Amended Interim Cash  
 5 Collateral Order shall be extended through the date of the continued final hearing on the Cash Collateral  
 6 Motion; and

7 IT IS FURTHER STIPULATED AND AGREED that the term of the Interim DIP Order shall be  
 8 extended through the date of the continued final hearing on the Second DIP Financing Motion; and

9 IT IS FURTHER STIPULATED AND AGREED that the Trustee Motion shall be continued  
 10 from March 20, 2014, at 1:30 p.m. to April 3, 2014, at 9:30 a.m., or such other date and time as this  
 11 Court may permit; and

12 IT IS FURTHER STIPULATED AND AGREED that the objection deadline to the Trustee  
 13 Motion is extended to March 26, 2014 and that Cathay's reply to objections, if any is extended to April  
 14 1, 2014.

15 IT IS FURTHER STIPULATED AND AGREED that all parties' rights are hereby reserved; and

16 IT IS FURTHER STIPULATED AND AGREED that the Committee's objection deadline to the  
 17 DIP Financing Motion is extended to March 31, 2014 and that the Debtors' reply to the Committee's  
 18 objection, if any is extended to April 2, 2014; and

19 IT IS FURTHER STIPULATED AND AGREED that all other terms of the Continuance Order  
 20 shall remain in effect.

21 Dated this 12<sup>th</sup> day of March, 2014.

22 **FOX ROTHSCHILD LLP**

23 By *s/Micaela Rustia Moore*  
 24 Brett A. Axelrod, Esq.  
 25 Micaela Rustia Moore, Esq.  
 26 3800 Howard Hughes Parkway, Suite 500  
 27 Las Vegas, Nevada 89169  
 Counsel for Martifer Aurora Solar, LLC  
 and Martifer Solar USA, Inc.

**THE SCHWARTZ LAW FIRM, INC.**

By *s/Bryan A. Lindsey*  
 Samuel A. Schwartz, Esq.  
 Nevada Bar No. 10985  
 Bryan A. Lindsey, Esq.  
 Nevada Bar No. 10662  
 Counsel for Martifer Solar, Inc.

1                   **FRANZEL ROBINS BLOOM & CSATO,**  
2                   **L.C.**

3                   By *s/Natalie M. Cox*  
4                   Michael G. Fletcher, Esq.  
5                   Admitted Pro Hac Vice  
6                   Reed S. Waddell, Esq.  
7                   Admitted Pro Hac Vice  
8                   6500 Wilshire Boulevard, 17th Floor  
9                   Los Angeles, California 90048

10                  and

11                  Natalie M. Cox, Esq.  
12                  Nevada Bar No. 762  
13                  Randolph L. Howard, Esq.  
14                  Nevada Bar No. 6688  
15                  **KOLESAR & LEATHAM**  
16                  400 South Rampart Blvd., Suite 400  
17                  Las Vegas, Nevada 89145  
18                  *Attorneys for Cathay Bank*

19                   **PACHULSKI STANG ZIEHL &**  
20                   **JONES LLP**

21                  By *s/Shirley S. Cho*  
22                  Shirley S. Cho, Esq.  
23                  Admitted Pro Hac Vice  
24                  Bradford J. Sandler, Esq.  
25                  Admitted Pro Hac Vice  
26                  10100 Santa Monica Blvd., Suite 1300  
27                  Los Angeles, California 90067

28                  and

29                  Zachariah Larson, Esq.  
30                  Nevada Bar No. 7787  
31                  Matthew C. Zirzow, Esq.  
32                  **LARSON & ZIRZOW**  
33                  Nevada Bar No. 7222  
34                  810 S. Casino Center Blvd., Suite 101  
35                  Las Vegas, Nevada 89101  
36                  *Proposed Attorneys for the Official  
37                  Committee of Unsecured Creditors*

3800 Howard Hughes Parkway, Suite 500  
38 FOX ROTHSCHILD LLP  
39 Las Vegas, Nevada 89169  
40 (702) 262-6899  
41 (702) 597-5503 (fax)

42                   **Office of the United States Trustee**

43                  By *s/J. Michal Bloom*  
44                  J. Michal Bloom  
45                  Trial Attorney for Acting U.S. Trustee,  
46                  Tracy Hope Davis